

Amendments to the Claims:

Please substitute the following clean copy text for the pending claims of the same number.

Please add claims 11 and 12.

Please cancel claims 2 and 7 without prejudice.

1. (Currently Amended) A loudspeaker system comprising a woofer, a midrange speaker, and a tweeter, the midrange speaker and the tweeter being positioned in front of the woofer, the loudspeaker system comprising:

support means having a mounting member shaped to be received in an opening, wherein said mounting member is in a first plane ~~a plane in an opening in a wall or ceiling;~~

means for mounting the woofer on the support means, wherein a center axis of the woofer on the support means is at a first acute angle to the first plane; ~~with the axis of the woofer at an acute angle to the plane~~

means for securing the midrange speaker and the tweeter in front of the woofer, a plane of the midrange speaker and the tweeter being at a second acute angle with the first plane ~~intermediate the woofer and plane, each at an angle non-parallel to the acute angle of the woofer and at an acute angle to the plane;~~ and

a midrange speaker and tweeter baffle positioned between the woofer, and the midrange speaker and tweeter, wherein the midrange speaker and tweeter baffle extends partially in front of the woofer.

2. (Cancelled)

3. (Currently Amended) The A loudspeaker system of claim 1, wherein the baffle as set forth in claim 2 having a baffle for the midrange speaker and tweeter intermediate the woofer baffle and the midrange speaker and tweeter with the baffle shaped to direct directs tweeter and midrange speaker sounds angular to a the primary direction of sound emanating from the woofer.

4. (Currently Amended) The a loudspeaker system of claim 3, as set forth in claim 3 wherein the woofer baffle is a frusto conic baffle with one end secured to the face plane of the woofer.

5. (Currently Amended) The a loudspeaker system of claim 4, as set forth in claim 4 wherein the mounting member further comprises an annular member, and wherein the loudspeaker further comprises a grill cover extending across and secured to the annular member, the said support means including a support housing the baffle.

6. (Currently Amended) The a loudspeaker system of claim 4, as set forth in claim 4 wherein the mounting member further comprises an annular member and wherein the loudspeaker system further comprises having means for rotating the woofer, midrange speaker, and tweeter with respect to the mounting member.

7. (Cancelled)

8. (Currently Amended) A loudspeaker system comprising a woofer, a midrange speaker and a tweeter, where the midrange speaker and tweeter are positioned in front of the woofer, means supporting the woofer, speaker and tweeter for mounting within a structure having a surface with an opening therein with one side of the system essentially flush with the opening, means positioning the woofer within the structure with its axis at an acute angle to the surface, means positioning the speaker and tweeter intermediate the surface and the woofer with the axis of each of the speaker and tweeter at an acute angle to surface which angle is non-parallel to the angle of the woofer.

9. (Currently Amended) The A loudspeaker system of ~~as set forth in~~ claim 1, having means for relative axial rotation of said support means and said woofer mounting means.

10. (Currently Amended) The A loudspeaker system of ~~as set forth in~~ claim 1, wherein said woofer, midrange speaker, and tweeter are secured in fixed rotation to one another to said mounting means, and wherein the system further comprises means for rotating said support means and said means mounting said woofer relative to one another.

11. (Newly Added) The loudspeaker of claim 1, wherein said first acute angle and said second acute angle are not the same.

12. (Newly Added) The loudspeaker system of claim 1, wherein said second acute angle is larger than said first acute angle.